

KAYE SCHOLER LLP
Richard G. Smolev (RS 2222)
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New York, New York 10022-3598
(212) 836-8000 (telephone)
(212) 836-8689 (facsimile)

Counsel for InPlay Technologies, Inc.,

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT NEW YORK**

_____	:	
In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No.: 05-44481 (RDD)
	:	
Debtors.	:	Jointly Administered
_____	:	

**NOTICE OF APPEARANCE AND DEMAND
FOR SERVICE OF NOTICES AND DOCUMENTS**

PLEASE TAKE NOTICE that InPlay Technologies, Inc., pursuant to section 1109 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*, and Rules 2002, 3017, 9007, and 9010 of the Federal Rules of Bankruptcy Procedure, hereby appears through **KAYE SCHOLER LLP**, its undersigned counsel, and requests service of all notices and documents herein upon:

KAYE SCHOLER LLP
425 Park Avenue
New York, New York 10022-3598
Attn: Richard G. Smolev (rsmolev@kayescholer.com)

and

INPLAY TECHNOLOGIES, INC.
234 South Extension Road
Mesa, AZ 85201
Attn: Heather Beshears (heather@inplaytechnologies.com)

PLEASE TAKE FURTHER NOTICE that the foregoing request for service includes all pleadings of any kind, including, without limitation, all notices, applications, motions, complaints and orders, whether written or oral, formal or informal, however transmitted or conveyed, related in any way to the above-captioned debtors, their property, or their estates.

PLEASE TAKE FURTHER NOTICE that neither this *Notice of Appearance and Demand for Service of Notices and Documents* (the “Notice”) nor any later appearance, pleading, proof of claim, claim, or suit shall constitute a waiver of (i) the right to have final orders in noncore matters entered only after *de novo* review by a District Judge; (ii) the right to trial by jury in any proceeding triable in these cases or any case, controversy, or proceeding related to these cases; (iii) the right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; (iv) any objection to the jurisdiction of this Bankruptcy Court for any purpose other than with respect to this Notice; (v) an election of remedy; or (vi) any other rights, claims, actions, defenses, setoffs, or recoupments as appropriate, in law or in equity, under any agreements, all of which rights, claims, actions, defenses, setoffs, and recoupments are expressly reserved.

Dated: New York, New York
November 21, 2006

KAYE SCHOLER LLP

/s/ Richard G. Smolev
Richard G. Smolev (RS 2222)
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